

JYOTI STRUCTURES LIMITED



JYOTI STRUCTURES LIMITED

CIN No. : L45200MH1974PLC017494

Regd. Office: Valecha Chambers, 6th Floor, New Link Road, Oshiwara, Andheri (W), Mumbai-400 053.

E-mail: contact@jsl.co.in Website : www.jyotisttructures.in

NOTICE

NOTICE is hereby given that the Forty-Fifth Annual General Meeting of (“AGM”) the Members of the Jyoti Structures Limited (“the Company”) to be Conducted by the Erstwhile Resolution Professional, “as the Chairperson of the Board of Directors of the Company deriving such powers u/s 17 of the Insolvency & Bankruptcy Code, 2016 and u/s 39 of the Approved “Resolution Plan and will be held through video conferencing “ Ministry of Corporate affairs amended circular dated January 13, 2021 read with circular dated May 5, 2020 ,April 8, 2020 & April 13, 2020 on Tuesday, June 15, 2021 at 11.00 am through Video Conferencing/Other Audio Visual Means (“VC”)/ (“OVAM’) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt Standalone & Consolidated Audited Financial Statements for the financial year ended March 31, 2020 and the Report of Board of Directors’ and Auditor’s thereon.
2. **Appoint Statutory Auditors from the conclusion of this Annual General Meeting until the conclusion of the 46th Annual General Meeting and to fix their remuneration.**

“**RESOLVED THAT** pursuant to the provisions of Section 139 and 142 of the Companies Act, 2013 read with Rule 3 of the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force) the consent of the Board (ERP) be and is hereby accorded to recommend to the Shareholders of the Company to be M/s G P Sharma & Co., LLP, Chartered Accountants , as Statutory Auditor of the company for a period of one year starting from the conclusion of 45th Annual General Meeting till the conclusion of the 46th Annual General Meeting going to be held for the F.Y. 2020-21 on such remuneration as may be mutually agreed upon between the “Board” of the Company and the Auditors, payable in one or more instalments plus goods and services tax plus reimbursement of tax, travelling and out of pocket expenses incurred.

RESOLVED FURTHER THAT Ms. Vandana Garg, Erstwhile Resolution Professional, Mr. Abhinav Angirish, Director and/or Ms. Sonali K. Gaikwad, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be required to give effect to the resolution including filing of requisite e-forms with the Registrar of Companies.”

SPECIAL BUSINESS:

3. **APPOINTMENT OF MR. KANNAN RAMAMIRTHAM AS NON-EXECUTIVE AND INDEPENDENT DIRECTOR:**

To consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution:-**

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“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), Consent of the Erstwhile Resolution professional (‘ERP’) (in exercise of the powers of the Board of Directors by the Resolution Professional of Jyoti Structures Limited as per Section 17(1)(b) of Insolvency and Bankruptcy code, 2016) and according to the approved resolution plan of Company by Hon’ble NCLT Mumbai wherein the duties, powers, roles and responsibilities of RP has said to be continued for the extended period be and is hereby accorded, to appoint Mr. Kannan Ramamirtham (DIN: **00227980**), as an Additional Director (Non-Executive & Independent) on the board of the Company with immediate effect to hold office till the conclusion of the next Annual General meeting and subject to the approval of the members in the ensuing Annual General Meeting, for appointment as an Independent Director to hold office for a term upto 3 (Three) years from the date of ensuing general meeting. However, his appointment shall cease in case, Hon’ble NCLT passes an order for filing of Liquidation Application of the present approved Resolution plan will not be implemented successfully.

RESOLVED FURTHER THAT the declarations pursuant to provisions of the Companies Act, 2013, including intimation and declaration with respect to eligibility in Form DIR-8, consent to act as director in Form DIR-2, form pertaining to the notice of disclosure of interest in Form MBP-1, received from Mr. Kannan Ramamirtham (DIN: **00227980**), as placed before the ERP (Board) at this meeting, be and is hereby taken on record.

RESOLVED FURTHER THAT the register of directors of the Company be updated to reflect the appointment of Mr. Kannan Ramamirtham (DIN: **00227980**), as director of the Company.

RESOLVED FURTHER THAT the Erstwhile Resolution Professional has all powers under the Code to take such actions, and execute all such documents, as may be necessary and applicable to give effect to the above resolution.”

RESOLVED FURTHER THAT Ms. Vandana Garg, Erstwhile Resolution Professional and the Company Secretary of the Company be and is hereby severally authorized to sign and forward certified copy of this resolution to any concerned authorities as may be required.”

4. **APPOINTMENT OF MR. ABHINAV RISHI ANGIRISH AS NON-EXECUTIVE AND INDEPENDENT DIRECTOR:**

To consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution:-**

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), Consent of the Erstwhile Resolution professional (‘ERP’) (in exercise of the powers of the Board of Directors by the Resolution Professional of Jyoti Structures Limited as per Section 17(1)(b) of Insolvency and Bankruptcy code, 2016) and according to the approved resolution plan of Company by Hon’ble NCLT Mumbai wherein the duties, powers, roles and responsibilities of RP has said to be continued for the extended period, be and is hereby accorded, to appoint Mr. Abhinav Rishi Angirish (DIN: **01323243**), as an Additional Director (Non-Executive & Independent) on the board (ERP) of the Company with immediate effect to hold office till the conclusion of the next Annual General meeting and subject to the approval of the members in the ensuing Annual General Meeting, for appointment as an Independent Director to hold office for a term upto 3 (Three) years from the date of ensuing general meeting. However, his appointment shall cease in case, Hon’ble NCLT passes an order for filing of Liquidation Application if implementation of the present approved Resolution plan will not be implemented successfully.

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RESOLVED FURTHER THAT the declarations pursuant to provisions of the Companies Act, 2013, including intimation and declaration with respect to eligibility in Form DIR-8, consent to act as director in Form DIR-2, form pertaining to the notice of disclosure of interest in Form MBP-1, received from Mr. Abhinav Rishi Angirish (DIN: **01323243**), as placed before the ERP (Board) at this meeting, be and is hereby taken on record.

RESOLVED FURTHER THAT the register of directors of the Company be updated to reflect the appointment of Mr. Abhinav Rishi Angirish (DIN: **01323243**), as director of the Company.

RESOLVED FURTHER THAT the Erstwhile Resolution Professional has all powers under the Code to take such actions, and execute all such documents, as may be necessary and applicable to give effect to the above resolution.”

RESOLVED FURTHER THAT Ms. Vandana Garg, Erstwhile Resolution Professional and the Company Secretary of the Company be and is hereby severally authorized to sign and forward certified copy of this resolution to any concerned authorities as may be required.”

For Jyoti Structures Limited

Sd/-

On behalf of the Board members of the Company

Ms. Vandana Garg

**Erstwhile Resolution Professional and member of Monitoring Committee
overseeing the implementation of Approved Resolution Plan**

IBBI/IPA-001/IP-P0025/2016-17/10058

Date : April 14, 2021

Place : Mumbai

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NOTES:

- 1) In view of the prevailing situation due to COVID-19 and in line with direction issued by Ministry of Corporate Affairs vide its amended Circular no. 02/2021 dated January 13, 2021 read with 14/2020, dated April 8, 2020, Circular no. 17/2020, dated April 13, 2020 and Circular no. 20/2020, dated May 5, 2020, the Company has decided to hold its 45th AGM through Video Conferencing (VC/OAVM).
- 2) The AGM Notice along with the Annual Report shall be placed on the Company's website www.jyotistructures.in and websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively
- 3) As per the MCA amended circular dated January 13, 2021 and SEBI Circular dated January 15, 2021, financial statements (including Board's report, Auditor's report etc.) are circulated along with the notice of meeting by way of email only to the members and to all other persons so entitled to receive the same under the Act.
- 4) As per the aforesaid circular provisions of appointment of proxy by the member(s) of the Company are not applicable to General meeting convened through VC/OAVM. Accordingly, members cannot appoint a proxy and have to attend the meeting through Video Conferencing personally.
- 5) Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to cs.sandeepdubey@gmail.com with a copy marked to investor@jsl.co.in.
- 6) Pursuant to the provisions of section 91 of the Act, the Register of Members and Share Transfer Registers of the Company will remain closed from Tuesday, June 8, 2021 to Tuesday, June 15, 2021 both days inclusive. Members holding shares either in physical form or in dematerialized form, as on Tuesday, June 8, 2021 i.e. cut-off date, may cast their vote electronically.
- 7) As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities.

In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form.
- 8) In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
- 9) Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act
- 10) Members who have not registered their e-mail addresses are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participant and with Bigshare Services Pvt. Ltd., Registrar and Share Transfer Agent for shares held in physical form.
- 11) Members are requested to notify immediately any change in their addresses and / or bank mandate details to the Company's Registrar and Share Transfer Agents, Bigshare Services Pvt. Ltd., at 1st Floor Bharat Tim Works Building, Makwana Road, Marol, Andheri (East) Mumbai 400059 for shares held in physical form and to their respective Depository Participants (DP) for shares held in electronic form.

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- 12) Explanatory statement pursuant to Section 102 (1) of the Act, relating to Special Business to be transacted at the meeting is annexed hereto.
- 13) The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed.
- 14) With a view to serving the members better and for administrative convenience, an attempt would be made to consolidate multiple folios. Members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
- 15) Pursuant to Act, all unclaimed / unpaid dividends up to and including the financial year ended on March 31, 2010 have been transferred to the (Investor Education Protection Fund (Fund) of the Central Government. Those Members who have not received the dividends for the financial year 2011-12 and / or 2012-13 declared and paid by the Company, are requested to write to the Company's Registrar and Share Transfer Agents, Bigshare Services Private Limited. It may be noted that unclaimed dividend for the financial year 2010-11 were not transferred to the Fund by the Company. The Company has not transferred the shares on which dividends were unclaimed for seven consecutive years to the Fund. The Company has not uploaded details of unclaimed and unpaid amounts lying with the Company as on February 27, 2019 (date of last annual general meeting) on the website of the Company www.jyotisttructures.in and on the Ministry of Corporate Affairs website.
- 16) As the equity shares of the Company are compulsorily traded in demat form. Members holding equity shares in physical form are requested to get the shares converted in demat form.
- 17) Members are requested to make use of Nomination facility by filing Form SH-13. In case of shares held in demat mode Form SH-13 has to be lodged with the respective DP and in case of the shares held in physical mode the same has to be lodged with the Company or its Share Transfer Agents.
- 18) Members are requested to note that in case of transfers, deletion of name of deceased shareholder, transmission and transposition of names in respect of shares held in physical form, submission of photocopy of PAN Card of the transferee(s), surviving holder(s), legal heir(s) and joint holder(s) respectively, along with necessary documents at the time of lodgement of request for these transactions, is mandatory.
- 19) As per the MCA circular dated April 13, 2020, Members may also note that Poll will be not applicable, hence ballot paper is not required. Poll through email, procedure prescribed in Section 109 read with Rules to be followed is not applicable.
- 20) The manner in which the members who are holding shares in physical form or who have not registered their email addresses with the company can cast their vote through remote e-voting or through the e-voting system during the meeting;
- 21) The members who have cast their vote by remote-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again;
- 22) The remote e-voting period commences on Saturday, June 12, 2021 (9:00 a.m. IST) and ends on Monday, June 14, 2021 (5:00 p.m. IST).
- 23) Any member seeking further information or queries on the Financial Data and any other matter mentioned in the notice are requested to send their queries in writing to the investor@jssl.co.in so as to reach at least one week in advance to enable the Management to keep the information ready. Replies will be provided only at the meeting.
- 24) The Board of Directors has appointed M/s. Sandeep Dubey & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.

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- 25) The results declared along with the Scrutinizers Report shall be placed on the Company's website www.jyotisttructures.in and communicated to the Stock Exchanges immediately after the result is declared.
- 26) Since the AGM will be held through VC/OAVM, the route Map is not annexed in this Notice.

INSTRUCTIONS FOR MEMBERS FOR VOTING ELECTRONICALLY ARE AS UNDER:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.
2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.jyotisttructures.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
6. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User

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ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

- Members are encouraged to join the Meeting through Laptops for better experience.
- Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investor@jsl.co.in. The same will be replied by the company suitably.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Saturday, June 12, 2021 at 09.00 am and ends on Monday, June 14, 2021 at 05.00 pm. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, June 8, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday, June 8, 2021.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

- A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page.

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Type of shareholders	Login Method
	<p>Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <ol style="list-style-type: none"> 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

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Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode. How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

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- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting"
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature

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of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to vyasnamrata17@gmail.com with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investor@jsl.co.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investor@jsl.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. [Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.](#)
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

For Jyoti Structures Limited

Sd/-

On behalf of the Board members of the Company

Ms. Vandana Garg

Erstwhile Resolution Professional and member of Monitoring Committee
overseeing the implementation of Approved Resolution Plan

IBBI/IPA-001/IP-P0025/2016-17/10058

Date : April 14, 2021

Place : Mumbai

ANNUAL REPORT 2019-20

STATEMENT TO BE ANNEXED TO NOTICE PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT")

ITEM NO.3

The Hon'ble National Company Law Tribunal vide order dated March 27, 2019 had approved the Resolution Plan submitted by the Resolution Applicant. In accordance of the Resolution Plan the new Board of Directors of the Company will include nominees of the Investor, nominee of Committee of Creditors and Independent Directors. Accordingly, the Investor has recommended the appointment of Mr. Kannan Ramamirtham (DIN: 00227980), as Non-executive Independent Director of the Company.

Accordingly, the Board of Directors of the Company appointed Mr. Kannan Ramamirtham (DIN: 00227980), as an Additional Director (Non-executive and Independent) of the Company with effect from March 17, 2021 to hold the office up to the date of the forthcoming Annual General Meeting. Further his appointment as Independent Director of the Company is subject to approval of members in the Annual General meeting to hold office for a term upto 3 consecutive years from the date of ensuing Annual General meeting.

The Company has received a declaration of independence from Mr. Kannan Ramamirtham (DIN: 00227980). In the opinion of the Board, Mr. Kannan Ramamirtham (DIN: 00227980), fulfills the conditions specified in the Companies Act, 2013 and the Equity Listing Agreement, for appointment as Independent Director of the Company.

Accordingly, a resolution is set out at Item No. 3 of the notice for members' approval.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Kannan Ramamirtham (DIN: 00227980), are concerned or interested (financially or otherwise) in this Resolution.

The Board of Directors recommends passing of the Ordinary Resolution set out at Item No. 3 of the Notice.

ITEM NO. 4

The Hon'ble National Company Law Tribunal vide order dated March 27, 2019 had approved the Resolution Plan submitted by the Resolution Applicant. In accordance of the Resolution Plan the new Board of Directors of the Company will include nominees of the Investor, nominee of Committee of Creditors and Independent Directors. Accordingly, the Investor has recommended the appointment of Mr. Abhinav Rishi Angirish (DIN: 01323243) as Non-executive Independent Director of the Company.

Accordingly, the Board of Directors of the Company appointed Mr. Abhinav Rishi Angirish (DIN: 01323243) as an Additional Director (Non-executive and Independent) of the Company with effect from March 17, 2021 to hold the office up to the date of the forthcoming Annual General Meeting. Further his appointment as Independent Director of the Company is subject to approval of members in the Annual General meeting to hold office for a term upto 3 consecutive years from the date of ensuing Annual General meeting.

The Company has received a declaration of independence from Mr. Abhinav Rishi Angirish (DIN: 01323243). In the opinion of the Board, Mr. Abhinav Rishi Angirish (DIN: 01323243) fulfills the conditions specified in the Companies Act, 2013 and the Equity Listing Agreement, for appointment as Independent Director of the Company.

JYOTI STRUCTURES LIMITED

Accordingly, a resolution is set out at Item No. 4 of the notice for members' approval.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Abhinav Rishi Angirish(DIN: **01323243**), are concerned or interested (financially or otherwise) in this Resolution.

The Board of Directors recommends passing of the Ordinary Resolution set out at Item No. 4 of the Notice.

For Jyoti Structures Limited

Sd/-

On behalf of the Board members of the Company

Ms. Vandana Garg

**Erstwhile Resolution Professional and member of Monitoring Committee overseeing the
implementation of Approved Resolution Plan**

IBBI/IPA-001/IP-P0025/2016-17/10058

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Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting (Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 (SS-2)

Name of the Director	Mr. Kannan Ramamirtham	Mr. Abhinav Rishi Angirish
Date of Birth	02.06.1949	14.12.1977
Nationality	Indian	Indian
Director Identification Number (DIN)	00227980	01323243
Date of Appointment on the Board	17.03.2021	17.03.2021
Qualifications and Expertise	<p>Mr. Kannan Ramamirtham, has over 35 years of experience in corporate and investment banking and has held senior director level positions in a large Indian national bank. County head in Standard chartered Investment Bank and as Promoter & Managing Director of a registered category on investment bank. He has served on the high-powered committees in the securities industry, set up by Government of India and has been involved in lead positions for equity fundraising and valuations in over 300 assignments during his career, including mergers & acquisitions, corporate/capital structuring , project finance. He has been actively practicing board level advisory, performance enhancement initiatives and investor representation. He is currently on the board of Bharat Aluminum Company Limited, a joint venture between Vedanta Group and Government of India. He leads the audit, nomination and CSR committees there. Some of his other board positions include Shriram Ventures Limited, RR Kabel Limited (a flagship company of Ram Ratna Group with TPG as their partner), Athena Infonomics Private Limited (a data analytics firm). Previously, he has served on the board of Hindustan Zinc and ShadunPharma. He holds a postgraduate degree in Mathematics from Madras University and in Management studies from Bombay University, CAIIB and CAIF from Indian Institute of Bankers</p>	<p>Mr. Abhinav Rishi Angirish holds a post graduate degree in Marketing and Finance. He has more than two decades of extensive experience in wealth management. Having worked with companies like American Express Bank Ltd. and HDFC Bank Ltd., he possesses soft skills and integrity required to shoulder the heavy responsibility of money management.</p> <p>He and his team understand their client's perspective, working closely with them to help them fulfill their long-term financial goals. The approach has resulted in the network of trusting clients.</p> <p>Mr. Abhinav Angirish is also a technocrat. In order to empower clients and facilitate the ease of transacting he started Abchlor Investment Advisors Pvt. Ltd. in 2004.</p> <p>As a part of investor education initiative, he also publishes a quarterly investment magazine titled Invest Guide. To facilitate ease of investments in mutual fund www.investonline.in, a state-of-the-art platform, was established in 2006. It allows clients to transact using state-of-the-art technology as no additional cost.</p> <p>Mr. Abhinav Angirish also has considerable experience in Private Equity (PE), structured debt in real estate and infrastructure sector. He has successfully executed various structured debt in real estate projects. Over the years, Mr. AbhinavAngirish has built a successful network of investors and consultants and is focused on building industry relationships, structuring a deal pipeline and deployment of capital. Mr. AbhinavAngirish believes in adhering to the code of ethics and upholds the highest standards of professional practice.</p>

JYOTI STRUCTURES LIMITED

Number of shares held in the Company	Nil	Nil
List of the directorships held in other entities	14	2
Chairman / Member in the Committees of the Boards of companies in which he is Director	4	Nil
Relationships between Directors inter-se	None	None